

WISCONSIN & MILWAUKEE HOTEL LLC

SUBSCRIPTION DOCUMENTS

INSTRUCTIONS

(1) Subscription Agreement

- (A) **Page 2.** Check the box next to the applicable manner in which the Purchaser qualifies as an Accredited Investor.
- (B) **Page S-1.** Indicate the total amount of the Subscription Amount you wish to make to the Company. This will determine the amount of Class B Units you are subscribing for.
- (C) **Page S-1.** Sign and print your name as indicated and insert date.
- (D) **Page S-2.** Print the name in which the Class B Units are to be registered. Please note that if the Class B Units are to be registered in someone's name other than your name and the purchase price is not being paid directly by you, such other person or entity must complete the Subscription Agreement and Operating Agreement Signature Page. For example, if the Class B Units are to be registered in the name of a trust for your children or grandchildren who are under eighteen years old, the trust is considered the purchaser and the trustee, on behalf of the trust, should complete the documents.
- (E) **Page S-2.** Insert social security number or taxpayer identification number of the person who will be registered as the owner of the Class B Units.
- (F) **Page S-2.** The address of the person who will be registered as the owner of the Class B Units should be given.
- (G) **Page S-2.** Check the box next to the applicable intended legal form of ownership of the Class B Units.
- (H) **Page S-3.** A Purchaser who or which is not a United States citizen or resident alien individual, a domestic corporation, a domestic partnership, a domestic trust or a domestic estate (collectively, "United States Persons"), as those terms are defined in the Internal Revenue Code and Income Tax Regulations, should complete the following:

Foreign Persons. In order for a Purchaser who is a foreign person (i.e., not a United States Person as defined above) to qualify as exempt from backup withholding, such foreign Purchaser must certify, under penalties of perjury, the statement in Box B attesting to that foreign person's status by checking the box preceding such

EXHIBIT

statement. However, such person will be subject to withholding of tax under Section 1445 of the Internal Revenue Code.

(2) **Operating Agreement**

- (A) **Page O-1.** Date and indicate the city and state in which this document is signed.
- (B) **Page O-1.** Indicate the total amount of the Subscription Amount you wish to make to the Company. This will determine the amount of Class B Units you are subscribing for.
- (C) **Page O-1.** The person who will be the registered owner of the Class B Units should print his or her name and sign as indicated.
- (D) **Page O-2.** Residence and business addresses of person who will be the registered owner of the Class B Units should be given.
- (E) **Page O-2.** Insert social security number or taxpayer identification number of the person who will be the registered owner of the Interests.